

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 24-12480 (LSS)
)

) (Jointly Administered)
)

) **Re: Docket Nos. 355 and 824**
)

**NOTICE OF SECOND SUPPLEMENT
TO LIST OF ORDINARY COURSE PROFESSIONALS**

PLEASE TAKE NOTICE that, on November 26, 2024, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for an Order Authorizing (A) the Debtors to Retain, Employ, and Compensate Certain Professionals Utilized by the Debtors in the Ordinary Course of Business Effective as of the Petition Date and (B) Waiving Certain Information Requirements of Local Rule 2016-2* [Docket No. 257]

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

(the “OCP Motion”)² with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached to the Order was the OCP List.

PLEASE TAKE FURTHER NOTICE that, on December 6, 2024, the Court entered an order authorizing the Debtors to employ and retain the Ordinary Course Professionals [Docket No. 355] (the “OCP Order”). Pursuant to the OCP Order, the Debtors are authorized to employ and retain additional Ordinary Course Professionals that are not listed on the OCP List by filing with the Court, and serving on the other Notice Parties, a Supplemental Notice listing the name of such proposed additional Ordinary Course Professionals, together with a brief description of the services to be rendered, and by otherwise complying with the terms of the OCP Order.

PLEASE TAKE FURTHER NOTICE that, on January 23, 2025, the Debtors filed a Supplemental Notice [Docket No. 824] to include certain additional Ordinary Course Professionals on the OCP List.

PLEASE TAKE FURTHER NOTICE that, pursuant to the OCP Order, the Debtors hereby further supplement the OCP List to include the professionals listed on **Exhibit A** attached hereto (the “Second Supplemental OCP List”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the OCP Order, at least 14 days before submitting invoices to the Debtors, the additional Ordinary Course Professionals listed on **Exhibit A** shall file and serve a disclosure declaration of the proposed professional (the “Declaration”) upon the Notice Parties. Any objection to the retention of the additional Ordinary Course Professionals must be filed and served within 14 days following service of such Declaration. Any objection shall be timely filed with the Court and served upon the

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the OCP Motion.

relevant Ordinary Course Professional and Notice Parties. If an objection is filed and cannot be resolved and/or withdrawn within 20 days after service of such objection, the Court shall adjudicate the matter at a hearing scheduled by the Debtors. If no timely objection is filed and served with respect to an Ordinary Course Professional, or if any objection is resolved or withdrawn, the Debtors shall be authorized to retain such Ordinary Course Professional on a final basis without further order of the Court, effective as of the Petition Date.

[Remainder of page intentionally left blank.]

Dated: March 12, 2025
Wilmington, Delaware

/s/ Allison Mielke

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

Edmon L. Morton (Del. No. 3856)
Matthew B. Lunn (Del. No. 4119)
Allison S. Mielke (Del. No. 5934)
Sheila Borovinskaya (Del. No. 6758)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: emorton@ycst.com
mlunn@ycst.com
amielke@ycst.com
sborovinskaya@ycst.com

*Co-Counsel to the Debtors
and Debtors in Possession*

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Nicole L. Greenblatt, P.C. (admitted *pro hac vice*)
Derek I. Hunter (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com
nicole.greenblatt@kirkland.com
derek.hunter@kirkland.com

- and -

Mark McKane, P.C. (admitted *pro hac vice*)
555 California Street
San Francisco, California 94104
Telephone: (415) 439-1400
Facsimile: (415) 439-1500
Email: mark.mckane@kirkland.com

*Proposed Co-Counsel to the Debtors
and Debtors in Possession*